

HELM

FINANCIAL CORPORATION

VIA AIR COURIER

January 2, 1998

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO.

19334- A
FILED

JAN 5 '98

12-00PM

RECEIVED
SURFACE TRANSPORTATION BOARD
JAN 5 11 55 AM '98

RE: Termination of Lease Agreement dated December 23, 1997 by Helm Financial Corporation ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Norfolk Southern Railway Company
110 Franklin Road, S.E.
Roanoke, VA 24042-0072

Equipment: One-hundred and five (105) railcars as more fully described in Schedule A to the Lease Termination attached hereto.

Previous STB Filing: Memorandum of Lease filed on March 29, 1995 at 3:05 p.m. under Recordation No. 19334.

Please file the Lease Termination as a supplementary document and return one (1) endorsed original to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,



Eric W. Stoll
Document Administrator

/es
Enclosures (2)

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

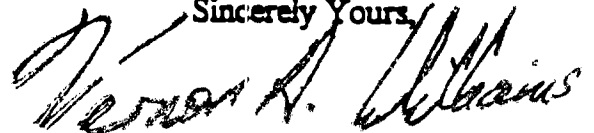
Eric W. Stoll
Document Administrator
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

DATE: 1/5/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 1/5/98 at 12:00 PM, and
assigned recordation number(s). 19334-A, 20674-A and 21155.

Sincerely Yours,

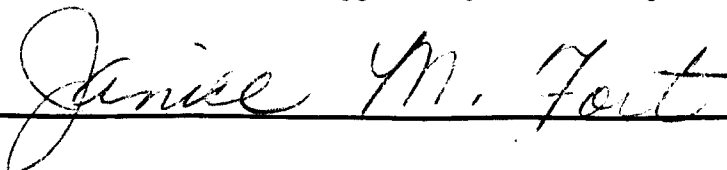


Vernon A. Williams
Secretary

Enclosure(s)

\$^{72.00} The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



TERMINATION OF LEASE

JAN 5 '98

12-00PM

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of December 23, 1997 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of February 1, 1995 ("Lease") with Norfolk Southern Railway Company a Delaware corporation, with respect to the one-hundred and five (105) railcars ~~described in Schedule A~~ described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation (f.k.a. the Interstate Commerce Commission) ("STB") under STB Recordation No. 19334 filed on March 29, 1995 at 3:05 p.m.

The Lease was terminated on December 16, 1997. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: John F. Dains

Print Name: John F. Dains

Title: Senior Vice President & CFO

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On _____, 1998, before me, _____
personally appeared John F. Dains, Senior Vice President and Chief
Financial Officer of **HELM FINANCIAL CORPORATION**,

___ personally known to me -OR-

___ proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.

SIGNATURE OF THE NOTARY

Handwritten mark

SCHEDULE A

To the Termination of Lease of Lease dated December 23, 1997 between Helm Financial Corporation and Norfolk Southern Railway Company

Group A Units

Equipment Description:

Thirty-five (35), 3,242 cubic foot, 65', 100-ton, GBS gondola railcars with 5'6" side height, 5/16" steel floors, manufactured by Greenville in 1979.

Identifying Marks: NS 195215-195249

Equipment Description:

Fifteen (15), 3,242 cubic foot, 65', 100-ton, GBS gondola railcars with 5'6" side height, 5/16" steel floors, manufactured by Thrall in 1975.

Identifying Marks: NS 195200-195213, 195295

Group B Units

Equipment Description:

Fifty-five (55), 3,242 cubic foot, 65', 100-ton, roller bearing GBS gondola railcars manufactured by Thrall in 1975-1976.

Identifying Marks: NS 195250-195294, 195296-195305

